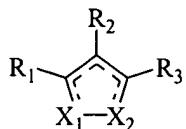


WHAT IS CLAIMED:

1. A compound having the formula:



or its pharmaceutically acceptable salts, wherein:

X₁ and X₂ are independently selected from the group consisting of nitrogen and oxygen such that if one of X₁ and X₂ is nitrogen, then the other of X₁ and X₂ is oxygen to form thereby an isoxazole ring structure;

R₁ is optionally substituted *p*-hydroxyphenyl;

R₃ is selected from the group consisting of optionally substituted aryl, heteroaryl, cycloalkyl, cycloheteroalkyl, (monoaryl)alkyl, heteroaralkyl, (cycloalkyl)alkyl, and (cycloheteroalkyl)alkyl; and

R₂ is selected from the group consisting of halo, cyano, nitro, thio, amino, carboxyl, formyl, and optionally substituted aralkyl, heteroaryl, heteroaralkyl, alkenyl, loweralkyl, loweralkylcarbonyloxy, arylcarbonyloxy, heteroarylcarbonyloxy, cycloalkylcarbonyloxy, cycloheteroalkylcarbonyloxy, aralkylcarbonyloxy, heteroaralkylcarbonyloxy, (cycloalkyl)alkylcarbonyloxy, (cycloheteroalkyl)alkylcarbonyloxy, loweralkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, cycloalkylcarbonyl, cycloheteroalkylcarbonyl, aralkylcarbonyl, heteroaralkylcarbonyl, (cycloalkyl)alkylcarbonyl, (cycloheteroalkyl)alkylcarbonyl, loweralkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, heteroarylaminocarbonyl, heteroaralkylaminocarbonyl, cycloalkylaminocarbonyl, (cycloalkyl)alkylaminocarbonyl, cycloheteroalkylaminocarbonyl, (cycloheteroalkyl)alkylaminocarbonyl, loweralkylcarbonylamino, arylcarbonylamino, heteroarylcarbonylamino, cycloalkylcarbonylamino, cycloheteroalkylcarbonylamino, aralkylcarbonylamino, heteroaralkylcarbonylamino, (cycloalkyl)alkylcarbonylamino, (cycloheteroalkyl)alkylcarbonylamino, loweralkylamino, arylamino, aralkylamino, heteroarylamino, heteroaralkylamino, loweralkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, cycloalkylsulfonyl, cycloheteroalkylsulfonyl, aralkylsulfonyl, heteroaralkylsulfonyl, (cycloalkyl)alkylsulfonyl, (cycloheteroalkyl)alkylsulfonyl, loweralkylsulfinyl, arylsulfinyl, heteroarylsulfinyl, cycloalkylsulfinyl, cycloheteroalkylsulfinyl, aralkylsulfinyl, heteroaralkylsulfinyl, (cycloalkyl)alkylsulfinyl, (cycloheteroalkyl)alkylsulfinyl, loweralkyloxy, aryloxy, heteroaryloxy, cycloalkyloxy, cycloheteroalkyloxy, aralkyloxy, heteroaralkyloxy, (cycloalkyl)alkyloxy, (cycloheteroalkyl)alkyloxy, loweralkylthio, arylthio, heteroarylthio, cycloalkylthio, cycloheteroalkylthio, aralkylthio, heteroaralkylthio, (cycloalkyl)alkylthio, (cycloheteroalkyl)alkylthio, loweralkylthiocarbonyl, arylthiocarbonyl, heteroarylthiocarbonyl, cycloalkylthiocarbonyl, cycloheteroalkylthiocarbonyl, aralkylthiocarbonyloxythiocarbonyl, heteroaralkylthiocarbonyl, (cycloalkyl)alkylthiocarbonyl, (cycloheteroalkyl)alkylthiocarbonyl, heteroarylcarbonylthio, cycloalkylcarbonylthio, cycloheteroalkylcarbonylthio, aralkylcarbonylthiooxycarbonylthio,

heteroaralkylcarbonylthio, (cycloalkyl)alkylcarbonylthio, (cycloheteroalkyl)alkylcarbonylthio, loweralkyloxycarbonyl, aryloxycarbonyl, heteroaryloxycarbonyl, cycloalkyloxycarbonyl, cycloheteroalkyloxycarbonyl, aralkyloxycarbonyl, heteroaralkyloxycarbonyl, (cycloalkyl)alkyloxycarbonyl, (cycloheteroalkyl)alkyloxycarbonyl, iminoloweralkyl, iminocycloalkyl, iminocycloheteroalkyl, iminoaralkyl, iminoheteroaralkyl, (cycloalkyl)iminoalkyl, (cycloheteroalkyl)iminoalkyl, (cycloiminoalkyl)alkyl, (cycloiminoheteroalkyl)alkyl, oximinoloweralkyl, oximinocycloalkyl, oximinocycloheteroalkyl, oximinoaralkyl, oximinoheteroaralkyl, (cycloalkyl)oximinoalkyl, (cyclooximoalkyl)alkyl, (cyclooximoiminoalkyl)alkyl, and (cycloheteroalkyl)oximinoalkyl.

2. A composition for use in treating an estrogen receptor-mediated disorder in a mammal, comprising a therapeutically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.
3. A method for treating an estrogen receptor-mediated disorder in a mammal, comprising administering to such mammal a therapeutically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.
4. The method of claim 3, wherein said disorder is selected from the group consisting of osteoporosis, atherosclerosis, estrogen-dependent cancer, breast cancer, endometrial cancer, Turner's syndrome, benign prostate hyperplasia, prostate cancer, elevated cholesterol, restenosis, endometriosis, uterine fibroid disease, skin atrophy, vaginal atrophy, and Alzheimer's disease.
5. A method for preventing an estrogen receptor-mediated disorder in a mammal, comprising administering to such mammal a prophylactically effective amount of a compound or pharmaceutically acceptable salt thereof of claim 1 in a pharmaceutically acceptable carrier.
6. The method of claim 5, wherein said disorder is selected from the group consisting of osteoporosis, atherosclerosis, estrogen-dependent cancer, breast cancer, endometrial cancer, Turner's syndrome, benign prostate hyperplasia, prostate cancer, elevated cholesterol, restenosis, endometriosis, uterine fibroid disease, skin atrophy, vaginal atrophy, and Alzheimer's disease.
7. A method for modulating the biological activity of an estrogen receptor, comprising exposing said estrogen receptor to a compound or pharmaceutically acceptable salt thereof of claim 1.
8. The method of claim 7, wherein said estrogen receptor is the α isoform.
9. The method of claim 7, wherein said estrogen receptor is the β isoform.